

NOTICE OF CHANGE IN CORPORATE STRUCTURE

Pursuant to Section 4.9 of *Regulation 51-102* *Respecting Continuous Disclosure Obligations*

1. Names of the parties to the transaction

- Genius Properties Ltd. / Les propriétés Genius Ltée. which changed its name to Cerro de Pasco Resources Inc. / Ressources Cerro de Pasco inc. on October 5, 2018 (“Genius Properties”)
- Genius Metals Inc. / Métaux Genus inc. (“Genius Metals”)

2. Description of the transaction

Genius Properties carried out a spin-off transaction whereby it transferred substantially all of its assets and liabilities to Genius Metals, then a wholly-owned subsidiary of Genius Properties, in consideration for 9,797,790 common shares of Genius Metals, pursuant to an Asset Transfer Agreement between Genius Properties and Genius Metals dated June 6, 2018 and amended on July 19, 2018 (the “Spin-Off”). Such 9,797,790 common shares of Genius Metals were distributed to the holders of common shares of Genius Properties as at August 30, 2018 (the “Distribution”).

The closing date of the Spin-Off and the Distribution is October 5, 2018.

Genius Metals became a reporting issuer under section 68 (4) of the *Securities Act* (Québec) as a result of the closing of the Spin-Off on October 5, 2018.

The head office of Genius Metals is located in the province of Québec.

3. Effective date of the transaction

October 5, 2018.

4. Names of each party, if any, that ceased to be a reporting issuer subsequent to the transaction

N/A.

5. Date of the reporting issuer’s first financial year-end after the transaction if paragraph (a) or subparagraph (b)(ii) of section 4.9 applies

December 31, 2018.

6. **Periods, including the comparative periods, if any, of the interim financial reports and the annual financial statements required to be filed for the reporting issuer's first financial year after the transaction, if paragraph (a) or subparagraph (b)(ii) of section 4.9 applies**

Interim financial statements for the quarters ending September 30, 2018, March 31, 2019, June 30, 2019 and September 30, 2019.

Audited financial statements for the year ending December 31, 2018.

7. **Documents were filed under Regulation 51-102 that described the transaction and where those documents can be found in electronic format, if paragraph (a) or subparagraph (b)(ii) of section 4.9 applies**

Press release dated October 9, 2018 filed on SEDAR under Genius Properties' profile.

Listing statement of Genius Metals dated October 29, 2018 filed on SEDAR under Genius Metals' profile.

Management proxy circular of Genius Properties dated June 6, 2018, as amended on July 19, 2018 filed on SEDAR under Genius Properties' profile.

Dated November 5, 2018.